Exhibit B

FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT

This is an Amendment to that certain Agreement dated February 25th, 2002, by and between ADVANTAGE Consulting Group, Inc., ("COMPANY") and Alfa Life Insurance Corporation, ("CLIENT").

WHEREAS, the term of the Agreement is due to expire on February 25th, 2004; and

WHEREAS, the parties to the Agreement desire to extend the term upon the same terms and conditions, subject to the new Schedule F, attached hereto and incorporated by reference herein;

NOW, THEREFORE, in consideration of the mutual promises and covenants hereinafter contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby agree as follows:

SECTION 8. TERM OF AGREEMENT

8.1 of the Agreement is hereby amended as follows:

8.1   This Agreement shall commence on the date first above written and shall continue in effect until December 31, 2004 unless and until terminated as hereinafter set forth.

Sections 8.2 and 8.3 remain unchanged.

This Amendment is expressly incorporated into the Agreement. This Amendment shall incorporate by reference as if fully set forth therein all of the terms and conditions of this Amendment; provided, however, that in the event of a conflict between any of the terms of this Amendment and the Agreement, the terms of this Amendment shall govern.   Except as expressly modified herein, the Agreement referenced above shall remain in full force and effect in accordance with its respective terms and conditions. All covenants, obligations, terms and conditions of said Agreement, as amended, are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto sign this Amendment on this 28th day of _December_, 200 3.

ADVANTAGE Consulting Group, Inc.

By: _Richard E. Knutson_
Name: _Richard E. Knutson_
Title: _President_

CLIENT: Alfa Life Insurance Corporation

By: _William B Hynne_
Name: _William B Hynne_
Title: _S. Vice President_

Schedule F

Advantage Consulting Group, Inc.

Richard E. Knutson

President

103 W. College Ave., Suite 410

Appleton, Wisconsin 54911

Alfa Life Insurance Corporation

William B. Harper, Jr.

Senior Vice President

Life and Loan Operations

2108 East South Boulevard

Montgomery, Alabama 36116

Consulting Services Agreement

Services to be Performed:

The services to be performed are those set forth in the attached Exhibits 1 through 4.

Advantage acknowledges that ownership of, title to and all rights in and to any Programs, Source Code or Trade Secrets resulting from Advantage's technical assistance, products, consulting, and/or related services hereunder, including copyright and any other proprietary right, shall at all times remain with Alfa. All ideas, concepts, methods, know-how and techniques resulting in any Programs, Source Code or Trade Secrets under this Agreement shall remain the sole property of Alfa.

Scope of Services:

On February 25, 2002, the parties entered into a Professional Services Agreement (the "Agreement"). The Professional Services agreement (the Agreement) is being extended until December 31,2004. Schedules A, B and D (the "Schedules") were attached to and formed a part of the Agreement. The Agreement and Schedules provided that Advantage would perform certain services, including analysis, documentation, issue resolution, programming and testing for Alfa during the course of the Solcorp project. The scope of the services to be performed and the time frame for performance are more fully set forth in the Schedules. Due to the delay of the Solcorp project, through no fault of Advantage or Alfa, not all services set forth in the Schedules were performed within the time frame originally agreed upon by Advantage and Alfa. Exhibits 1, 2, and 3, attached hereto, fully set forth those services that Advantage was contracted to perform, but which it was unable to perform due to circumstances beyond Advantage's or Alfa's control. Advantage has agreed to complete the services set forth in Exhibits 1, 2 and 3 in accordance with the terms set forth herein. Exhibit 4, attached hereto, sets forth additional services that Advantage has agreed to perform in accordance with the terms set forth herein, which were outside the scope of the Schedules.

Due to circumstances beyond Advantage's and Alfa's control, it will be necessary for Advantage to add as many as 200 additional consulting days in order to complete the entire data conversion project as set forth in Exhibits 1 through 4. These items do not represent the only tasks that will be accomplished during the 200 additional consulting days of the project. Advantage will fully support Systems testing, Model Office testing, perform pre-production conversion planning and optimizing, and perform the actual production conversion before the Project End Date.

Advantage warrants and represents to Alfa that Advantage and its consultants will have the necessary skills and expertise to provide the services set forth herein. The services provided by Advantage will be delivered in a workmanlike manner, will conform to the standards generally observed in the industry for similar services and will be provided with reasonable skill and care.

Schedule F Project Start Date: September 3, 2003

Project End Date: August 1, 2004. If the production conversion date is delayed beyond September 1, 2004, through no fault of Advantage, a new agreement will be negotiated to cover additional days. If the

delay is due to actions or inactions on the part of Advantage, Advantage will perform the services set forth in this Consulting Services Agreement and attached Exhibits at no additional charge to Alfa.

After the conversion has taken place and the services set forth in Exhibits 1, 2, 3 and 4 are completed, Advantage will remain on the project at no additional cost to Alfa for a period of four weeks through the end of a month-end closeout, to resolve any post-conversion problems encountered, and to document and organize all information related to data conversion. After this four-week period, if any post-conversion problems are not resolved, Advantage will remain on the project for an additional two weeks to resolve those problems at no cost to Alfa. After all post-conversion problems are resolved, Advantage will turn over all information regarding the conversion to Alfa and Advantage's assignments and responsibilities are concluded.

Consulting Fees: Advantage will not charge Alfa for more than 200 days of work to complete the conversion project after September 2, 2003 through the end of the project, and not more than a maximum charge of $200,000. Advantage will invoice Alfa $1,000 per day for the work set forth in Exhibits 1, 2, 3, and 4, until completed up to the 200 days and up to a maximum of $200,000.

Written permission from Alfa will be requested before any tasks outside of the 200 day maximum are performed.

Travel Expenses: All travel expenses to Alfa's Home Office incurred during the course of the 200 additional consulting days are to be billed in addition to the $1,000 per day fee.

Advantage Consulting Group, Inc.
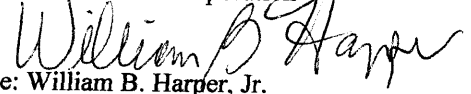
By: _Richard E. Knutson_

Name: Richard E. Knutson

Its: President

Date: _12/28/2003_

Alfa Life Insurance Corporation

By: _William B Harper_

Name: William B. Harper, Jr.

Its: Senior Vice President, Life and Loan Operations

Date:

REN
12/28/2003

BH 1/2/04

SCHEDULE B - ORIGINAL AGREEMENT
Exhibit 1

PROJECT PHASE	TASK ID	RELATED TRAILER/FILE/TABLE:	SYSTEM	TASK DESCRIPTION
CODING	11	PHST	Ingenium	Code / unit test program to convert the data into this table.
CODING	14	TAMH	Ingenium	Code / unit test program to convert the data into this table.
CODING	15	CFLW	Ingenium	Code / unit test program to convert the data into this table.
CODING	16	CFCO	Ingenium	Code / unit test program to convert the data into this table.
CODING	17	CFAG	Ingenium	Code / unit test program to convert the data into this table.
CODING	18	SDEP	Ingenium	Code / unit test program to convert the data into this table.
CODING	19	UH	Ingenium	Code / unit test program to convert the data into this table.
CODING	20	UHCO	Ingenium	Code / unit test program to convert the data into this table.
CODING	21	PGAL	Ingenium	Code / unit test program to convert the data into this table.
TESTING	5	n/a	Ingenium	Resolve any issues discovered in User Testing.
TESTING	4	n/a	Ingenium	Load database(s) for User Testing.
TESTING	3	n/a	Ingenium	Resolve any issues discovered by cross edit programs.
PRE-PROD	1	n/a	n/a	Optimize conversion routines.
PRE-PROD	2	n/a	n/a	Run full conversion to test space, time.
PRE-PROD	3	n/a	n/a	Plan and prepare for cut-over weekend for conversion.
CONV	1	n/a	n/a	Perform data conversion.
CONV	2	n/a	n/a	Verify conversion tasks have all been completed.
CONV	3	n/a	n/a	Resolve any post-conversion problems.

ADVANTAGE Consulting Group, Inc.
Data Conversion Specialists

ALFA LIFE PMA TOOLS TASKS
(as of 12/30/2003)

PROJECT PHASE	TASK ID	TASK DESCRIPTION
PMA ANALYSIS	1	Run programs to analyze all distinct plans in CFO system.
PMA ANALYSIS	2	Add descriptive information about each plan code encountered.
PMA ANALYSIS	3	Group plan codes into products.
PMA ANALYSIS	4	Identify product features for each product by analyzing the plan file values.
PMA ANALYSIS	5	Identify product features for each product by analyzing policy contracts.
PMA ANALYSIS	6	Architect new Ingenium plan codes in tools.
PMA ANALYSIS	7	Map all CFO plan codes to Ingenium plan codes.
PMA ANALYSIS	8	Train ALFA personnel on PMA Tools.

REX
12/28/2003   BH 1/2/04

Exhibit 2

ADVANTAGE Consulting Group, Inc.
Data Conversion Specialists

SCHEDULE D - ORIGINAL CONTRACT
ALFA LIFE REMAINING TASKS FOR 9 ADDITIONAL TABLES
Exhibit 3

PROJECT PHASE	TASK ID	RELATED TRAILER/ FILE/TABLE	SYSTEM	TASK DESCRIPTION
MAPPING	13	CDSA	Ingenium	Map this table's fields from the various system file(s)/trailer(s).
MAPPING	15	CDSD	Ingenium	Map this table's fields from the various system file(s)/trailer(s).
MAPPING	18	CDSI	Ingenium	Resolve any data mapping issues.
CODING	7	CDSA	Ingenium	Code / unit test program to convert the data into this table.
CODING	8	CDSD	Ingenium	Code / unit test program to convert the data into this table.
CODING	9	CDSI	Ingenium	Code / unit test program to convert the data into this table.
TESTING	4	n/a	Ingenium	Load database(s) for User Testing.
TESTING	5	n/a	Ingenium	Resolve any issues discovered in User Testing.

ADVANTAGE Consulting Group, Inc.
Data Conversion Specialists

SCHEDULE E FOR NEW CONTRACT
ALFA DATA CONVERSION TASKS INCLUDED IN 200 ADDITIONAL PERSON DAY MAXIMUM
Exhibit 4

REK 12/28/2003   */DH 1/2/04*

ID	Project Phase	Ingenium Table ID	Task Description
1	Coding	POL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
2	Coding	POLC	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
3	Coding	POLL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
4	Coding	LHST	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
5	Coding	POLT	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
6	Coding	POLW	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
7	Coding	CVG	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
8	Coding	CVGA	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
9	Coding	CVGC	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
10	Coding	CVGB	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
11	Coding	CVGD	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
12	Coding	CVGV	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
13	Coding	PHST	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
14	Coding	AMEX	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
15	Coding	BNDV	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
16	Coding	TAMH	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
17	Coding	CFLW	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing

SCHEDULE E FOR NEW CONTRACT
ALFA DATA CONVERSION TASKS INCLUDED IN 200 ADDITIONAL PERSON DAY MAXIMUM
Exhibit 4

ID	Project Phase	Ingenium Table ID	Task Description
1	Coding	POL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
18	Coding	CFCO	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
19	Coding	CFAG	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
20	Coding	UH	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
21	Coding	UHCO	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
22	Coding	PGAL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
23	Coding	CLI	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
24	Coding	CLIA	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
25	Coding	CLIB	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
26	Coding	CLMP	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
27	Coding	CLNM	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
28	Coding	LABR	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
29	Coding	MIBT	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
30	Coding	REQT	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
31	Coding	ACTX	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
32	Coding	BNKA	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
33	Coding	BNKB	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing

SCHEDULE E FOR NEW CONTRACT
ALFA DATA CONVERSION TASKS INCLUDED IN 200 ADDITIONAL PERSON DAY MAXIMUM
Exhibit 4

ID	Project Phase	Ingenium Table ID	Task Description
1	Coding	POL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
34	Coding	CHTX	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
35	Coding	RT	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
36	Coding	MD	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
37	Coding	CAIN	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
38	Coding	RSTB	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
39	Coding	REPL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
40	Coding	CLNC	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
41	Coding	USTX	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
42	Coding	UV	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
43	Coding	CDSA	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
44	Coding	CDSD	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
45	Coding	CDSI	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
46	Coding	GR	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
47	Coding	ADDDEP	Files with dividends on deposit, paid up additions, advanced premium, and side fund.
48	Coding	LPNBPRMVL	Rate file convert.
49	Coding	LFASSNE	Additional rate file convert.

ADVANTAGE Consulting Group, Inc.
Data Conversion Specialists   Page 3 of 5

SCHEDULE E FOR NEW CONTRACT
ALFA DATA CONVERSION TASKS INCLUDED IN 200 ADDITIONAL PERSON DAY MAXIMUM
Exhibit 4

ID	Project Phase	Ingenium Table ID	Task Description
1	Coding	POL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
50	Coding		Bank file and bank account convert.
51	Coding	LCK	Lock the rate and/or age on coverages and/or policies.
52	Coding	1035	1035 Exchange.
53	Coding	CVGD	Additional Tables being populated.
54	Coding	CVGB	Additional Tables being populated.
55	Coding	CVGV	Additional Tables being populated.
56	Coding	CLMP	Additional Tables being populated.
57	Coding	GR	Additional Tables being populated.
1	Model Office Testing	n/a	Run cross edit programs multiple times to identify and resolve conversion issues.
2	Model Office Testing	n/a	Assist in loading database for Model Office testing multiple times.
3	Model Office Testing	n/a	Run batch compares of client information, calculated premiums, face amounts and key policy and coverage fields multiple times; CFO values are compared to Ingenium values after converting policies into Ingenium.
1	Pre-Production	n/a	Optimize conversion routines.
2	Pre-Production	n/a	Run full conversion to test space, time.
3	Pre-Production	n/a	Plan and prepare for cut-over weekend for conversion.
1	Production Conversion	n/a	Perform data conversion.
2	Production Conversion	n/a	Verify conversion tasks have all been completed.

SCHEDULE E FOR NEW CONTRACT
ALFA DATA CONVERSION TASKS INCLUDED IN 200 ADDITIONAL PERSON DAY MAXIMUM
Exhibit 4

ID	Project Phase	Ingenium Table ID	Task Description
1	Coding	POL	Resolve all remaining data mapping issues; retrofit the conversion program(s) to the ALFA modified system; unit test the conversion programs; modify programs to fix problems encountered in testing
3	Production Conversion	n/a	Resolve any post-conversion problems.